

**WILLIAM E. PASS, JR. and
LISA B. PASS**

TO:

H & E ENTERPRISES, LLC

WARRANTY DEED

WHEREAS, H & E Enterprises, a General Partnership, acquired 1.79 acres by deed of record in Deed Book 297, Page 117, Chancery Clerk's Office, DeSoto County, Mississippi, and

WHEREAS, the deed incorrectly showed property deeded to H & E Enterprises, Inc. (a corporate entity that does not exist), and

WHEREAS, by Quitclaim Deed dated August 15, 2005 from Joanne Marie Forzani conveyed property to H & E Enterprises, a Mississippi General Partnership consisting of Earl M. Warren and John R. Ray, and

WHEREAS, pursuant to agreement between the Grantors and Grantees herein, said parties are swapping tracts of property.

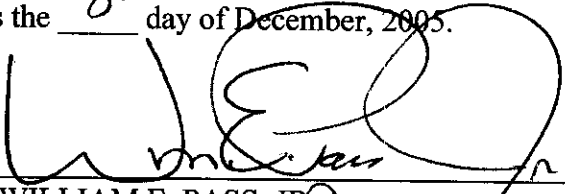
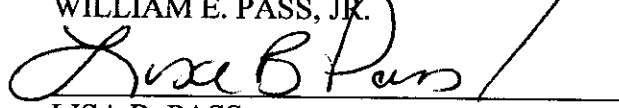
NOW THEREFORE:

FOR AND IN CONSIDERATION OF THE PREMISES, we, **WILLIAM E. PASS, JR. and LISA B. PASS**, do hereby sell, convey and warrant unto **H & E ENTERPRISES, LLC, a Mississippi Limited Liability Company**, the land lying and being situated in the City of Olive Branch, DeSoto County, Mississippi described as follows, to-wit:

A 2.70, more or less, acre tract of land being the South 126 feet of the Lot #2 of the Burford 20 acre tract (as per Deed Book 380, Page 184) in part of the Southeast Quarter of Section 25, Township 1 South, Range 7 West, Olive Branch, DeSoto County, Mississippi, being more particularly described as follows, to-wit:

Beginning at a point at the intersection of the northerly line of the South half of the Southeast Quarter of Section 25, Township 1 South, Range 7 West and the centerline of Davidson Road, said point being the Northeast corner of the Burford 20 acre tract; thence South 03 degrees 00 minutes 00 seconds East 341.00 feet to a point in Davidson Road, also being the true point of beginning for the herein described tract; thence South 87 degrees 17 minutes 00 seconds West 934.00 feet to a point on the west line of the Burford 20 acre tract; thence South 03 degrees 00 minutes 00 seconds East 126 feet to a point on said line; thence North 87 degrees 17 minutes 00 seconds East 934.00 feet to a point in said Davidson Road; thence North 03 degrees 00 minutes 00 seconds West 126 feet to the point of beginning, containing 2.70, more or less, acres (1,7984, more or less square feet) of land.

WITNESS OUR SIGNATURES, this the 8th day of December, 2005.


 WILLIAM E. PASS, JR.

 LISA B. PASS

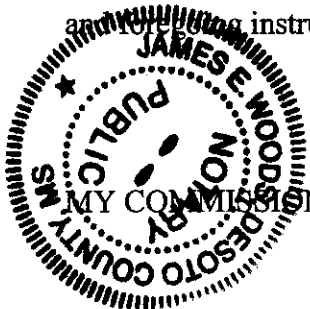
STATE OF MISSISSIPPI

COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for said County and State, on this 8th day of December, 2005, within my jurisdiction, the within named,

WILLIAM E. PASS, JR. and LISA B. PASS, who acknowledged that they executed the above

and for the purpose of executing instrument.




 NOTARY PUBLIC

MY COMMISSION EXPIRES: 7-19-07

GRANTOR'S ADDRESS:

7235 DAVIDSON RD
OLIVE BRANCH MS 38654
 Home Phone: 662-895-2291
 Work Phone: 662-895-7277

GRANTEE'S ADDRESS:

P.O. Box 767
OLIVE BRANCH, MS 38654
 Home Phone: —
 Work Phone: 662-895-7585

PREPARED BY AND RETURN TO:

JAMES E. WOODS
 WATKINS LUDLAM WINTER & STENNIS, P.A.
 P.O. BOX 1456, OLIVE BRANCH, MS 38654
 (662) 895-2996

#00931.20773